



## **STANDING ORDERS**

September 2023

## **STANDING ORDERS**

These Standing Orders relate to procedures for meetings of the Governing Body and, in so far as they are applicable, committees of the Governing Body.

### **1. Meetings of the Governing Body**

- 1.1 The Governing Body shall meet six times a year in accordance with a timetable of meetings to be agreed in June each year and shall hold such other meetings as may be necessary for the effective conduct of business.

### **2. Special Meetings of the Governing Body**

- 2.1 A special meeting of the Governing Body may be called at any time by the Chairperson, or at the request in writing of any five members.
- 2.2 A special meeting of the Governing Body may also be called by the auditors where they wish to discuss the circumstances related to their removal or resignation.

### **3. Notice of meetings**

- 3.1 All meetings of the Governing Body (and its committees) shall be summoned by the Secretary who shall email written notice of the meeting to members at least seven calendar days in advance of the meeting. The agenda for the meeting along with supporting papers, where applicable, will be published on the relevant Microsoft Teams channel, to which members will have access, at least seven days in advance of the meeting.
- 3.2 Where the Chairperson, or, in the Chairperson's absence, the Vice Chairperson, decides that there are matters requiring urgent consideration, it shall be sufficient if the written notice convening the meeting, together with the agenda for the meeting, are delivered within such period being less than seven days as the Chairperson, or Vice Chairperson in the absence of the Chairperson, determines.

### **4. Remote Attendance and Record of Attendance**

- 4.1 Governing Body and committee meetings may be held in person or, for reasons of convenience or public safety, virtually using Microsoft Teams. Where a meeting is being held in person, every effort should be made to attend the location where the meeting is being held. However, where it is not possible to attend in person, attendance via Microsoft Teams may be facilitated with the approval of the Chairperson where at least two working days' notice has been given to the Secretary to enable appropriate arrangements to be made.
- 4.2 Attendance and apologies for each meeting shall be recorded in the minutes. The minutes shall also include a record of all withdrawals and re-entries, point of joining the meeting after it has started, and point of departure if prior to the close of the meeting.

## **5. Quorum**

- 5.1 The quorum for a meeting of the Governing Body shall be six persons of whom at least three should be those persons appointed under the provisions of subparagraph 5a of the Instrument of Government.
- 5.2 If the number and/or composition of members assembled for a meeting does not constitute a quorum, the meeting shall not be held. If, in the course of a meeting, the number or composition of members ceases to represent a quorum, then the meeting shall be terminated.
- 5.3 If a meeting cannot be held because of a lack of a quorum, or is terminated before all the business is dealt with, the Chairperson may call for a special meeting to be convened as soon as is convenient.

## **6. Chairing of Meetings**

- 6.1 The Governing Body Chairperson shall preside over all Governing Body meetings at which he or she is present.
- 6.2 In the absence of the Chairperson, the Vice Chairperson shall preside over meetings of the Governing Body.
- 6.3 In the absence of both the Chairperson and Vice Chairperson from any meeting of the Governing Body, the members present shall elect one of their number not being the Chief Executive, a staff member, or student member of the Governing Body to preside over that meeting.

## **7. Order of Business**

- 7.1 The order of business shall be determined by the Chairperson in consultation with the Secretary.
- 7.2 The order of business may, at any meeting, be altered or varied with the consent of the Governing Body if such is considered expedient or beneficial to the conduct of proceedings.

## **8. Rules of Debate**

- 8.1 Members shall speak to the meeting only through and with the consent of the Chairperson.
- 8.2 Members shall not be bound in their speaking or voting by mandates given to them by other bodies or persons.
- 8.3 A formal motion put to the meeting shall require a proposer and seconder.
- 8.4 An amendment to a motion (which shall not be direct negative) will require a proposer and a seconder. Only one amendment may be moved and discussed at a time and no further amendments will be moved until the amendment under discussion has been disposed of. If an amendment is lost, other amendments may be moved on the original motion. If an amendment is carried, the motion, as amended, shall take

the place of the original motion and shall become the substantive motion upon which any further amendment may be moved.

- 8.5 The ruling of the Chairperson on any point of order raised shall be final and shall not be open to discussion.

## **9. Voting**

- 9.1 In the absence of unanimity on a particular issue under consideration, the issue shall be decided by a majority of the votes of the members present and voting on the question. Where there is an equal division of votes the Chairperson of the meeting shall have a second or casting vote.

- 9.2 On the requisition of any member, before a vote is taken, and who is supported by at least one other member, the voting on a particular issue shall be recorded so as to show whether each member present gave his/her vote for or against that question or abstained from voting.

- 9.3 The mode of voting shall be by a show of hands. A member may not vote by proxy.

- 9.4 A student member who is under the age of 18 shall not vote at a meeting of the Governing Body, or any of its committees, on any question concerning any proposal:-

- (a) for the expenditure of money by the Governing Body; or
- (b) under which the Governing Body, or any members of the Governing Body, would enter into any contract, or would incur any debt or liability, whether immediate, contingent or otherwise.

- 9.5 The outcome of the vote shall be recorded in the minutes.

- 9.6 No resolution of the of the Governing Body may be rescinded or varied at a subsequent meeting unless consideration of the rescission or variation is a specific item of business on the agenda for that meeting or comes as a recommendation from a committee of the Governing Body.

## **10. Attendance of Persons not being Members of the Governing Body**

- 10.1 Any question as to whether a person who is not a member of the Governing Body or the Secretary may attend a meeting of the Governing Body shall, unless previously agreed, be dealt with by the Chairperson.

- 10.2 Any person or delegation attending a Governing Body meeting for the purposes of making a presentation shall be granted a maximum speaking time of ten minutes. A further ten minutes shall be permitted for members' questions following which the person or delegation shall withdraw.

## **11. Minutes**

- 11.1 Minutes shall be kept of meetings of the Governing Body. Minutes and any papers tabled at meetings of the Governing Body should be made available to all members

of the Governing Body subject to confidentiality restrictions as set out in Part V of and Schedule 4 to the Instrument of Government.

- 11.2 At every such meeting, the minutes of the previous meeting shall be taken as an agenda item and if agreed to be accurate, shall be signed as a true record by the Chairperson, or, in the Chairperson's absence, the Vice Chairperson or other member acting as Chairperson.
- 11.3 Paragraph 4.2 provides that the minutes shall include a record of all withdrawals and re-entries to the meeting. A separate minute shall be taken of those parts of meetings from which any person has withdrawn. Such persons shall only be entitled to see the minutes of that part of the meeting on the agreement of the Chairperson.

## **12. Conflicts of Interest Declarations and Withdrawals**

Members shall, in accordance with the terms of Paragraph 16 of the Instrument of Government, declare any actual, potential, or perceived conflict of interest and withdraw from the meeting during consideration of the subject matter in which the interest has been declared. This shall be recorded in the minutes of the meeting.

## **13. Withdrawal from Meetings by the Chief Executive, Staff Members, and Student Member**

- 13.1 Under the terms of Paragraph 17 of the Instrument of Government, the Chief Executive, staff members and the student member shall, unless invited to remain by a resolution of the other members present, declare an interest and withdraw from any meeting of the Governing Body, including any committee established by the Governing Body, where any of the following circumstances apply.
- 13.2 In the case of the Chief Executive, in relation to consideration of:
- (a) the salary or terms and conditions of employment of the Chief Executive;
  - (b) the appraisal of the Chief Executive;
  - (c) the retirement of the Chief Executive;
  - (d) the conduct, suspension, dismissal or any other disciplinary matter relating to the Chief Executive; or
  - (e) the appointment of the Chief Executive's successor.
- 13.3 In the case of the staff members, in relation to consideration of:
- (a) their salary or terms and conditions of their employment;
  - (b) the salary, terms and conditions of employment of any group of employees with which they are associated;
  - (c) the appointment, promotion, salary, terms and conditions of employment, appraisal, retirement, conduct, suspension, dismissal or any other disciplinary matter of any member of staff holding a post senior to them;

- (d) their promotion, conduct, suspension, dismissal or any other disciplinary measure relating to them; or
- (e) the appointment of their successor(s).

13.4 In the case of the student member, in relation to consideration of:

- (a) the member's academic performance;
- (b) any disciplinary measure relating to the member; or
- (c) the salary, terms and conditions of employment, appraisal, appointment, retirement, promotion, conduct, suspension, dismissal or any other disciplinary measure relating to any employee or prospective employee of the college.

#### **14. Validity of Proceedings**

The validity of any proceedings of the Governing Body, or of any committee of the Governing Body, shall not be affected by a vacancy amongst the members or any defect in the appointment of any member.

#### **15. Register of Interests**

A copy of the Register of Interests shall be given to members at the first meeting of the Governing Body in the autumn term of each academic year for review and updating purposes.

At each subsequent meeting of the Governing Body in that academic year, members will be invited to declare any subsequent amendments to be made to the Register.

#### **16. Hospitality and Gifts**

An opportunity for members to declare any hospitality or gifts received or offered for the purposes of updating the Governing Body's Register of Hospitality and Gifts will form an agenda item at every meeting of the Governing Body.

#### **17. Mobile Phones at Meetings**

Mobile phones shall at all times be switched off or switched to silent mode during the course of meetings. Calls shall not be responded to within the meeting.

#### **18. Publication of Minutes**

18.1 Subject to Paragraph 18.2, the approved minutes for every meeting shall be made available to any person wishing to inspect them. Minutes of meetings will be posted on the College's website.

18.2 Exceptions to Paragraph 18.1 will be any material which makes reference to:

- (a) an employee or former employee of the College or an applicant for employment at the College;

- (b) a named student of the College or candidate for admission to the College;
- (c) any information, the disclosure of which is prohibited by the Articles of Government or by any enactment or rule of law; or
- (d) any matter which it appears to the Governing Body should be treated as confidential, either permanently or for a specified period.

## **19. Authority of the Chairperson between Meetings**

Subject to the provisions of the Instrument and Articles of Government, the Chairperson may act on behalf of the Governing Body as necessary between meetings and will report such actions to the Governing Body at its next meeting.

## **20. Committees of the Governing Body**

20.1 The Governing Body shall appoint the following Committees to assist it in the exercise of its responsibilities:

- Curriculum & Quality Assurance Committee
- Finance and General Purposes Committee
- Audit and Risk Committee
- Staffing Committee.

20.2 Committees of the Governing Body shall be chaired by a member of the Governing Body other than the Chief Executive, a staff member, or the student member of the Governing Body.

20.3 The membership, terms of reference, and reporting arrangements for all committees of the Governing Body shall be subject to the approval of the Governing Body.

20.4 The minutes of committee meetings shall be circulated to all members of the Governing Body subject to the confidentiality restrictions set out in Part V of and Schedule 4 to the Instrument of Government and Paragraph 11.3 of these Standing Orders. The Governing Body shall adopt the minutes of all committee meetings.

20.5 Voting at a meeting of a committee shall be by the same method as at a meeting of the Governing Body.

## **21. Delegated Powers to Committees**

The Governing Body may delegate any of its powers to committees (or the Chief Executive) with the exception of the following:

- (a) determining the mission of the college and the strategic oversight of its activities and for maintaining its general character;
- (b) the effective use of resources, the solvency of the college and for safeguarding its assets;

- (c) approving annual estimates of income and expenditure;
- (d) the appointment, discipline, conduct, grievance, suspension and dismissal of the Chief Executive or Deputy Chief Executive;
- (e) the setting of the pay and conditions of service of the Chief Executive or Deputy Chief Executive, other than to a body established for the purposes of negotiating the pay and conditions of service of senior staff on behalf of colleges generally;
- (f) approving a framework for the pay and conditions of service of staff, other than the Chief Executive or Deputy Chief Executive, and arranging for the negotiation of such with the recognised representatives of such staff;
- (g) approving the arrangements for the appointment, promotion, discipline, conduct and grievance of staff, other than the Chief Executive or Deputy Chief Executive; and
- (h) ensuring that there is an efficient and effective appraisal system operating in the college.

**22. Application of Standing Orders to Committees**

These Standing Orders shall, in so far as they are applicable, govern committees of the Governing Body.

**23. Interpretation of Standing Orders**

On all matters of interpretation of these Standing Orders, the ruling of the Presiding Chairperson shall be final.

**24. Amendment of Standing Orders**

These Standing Orders may only be amended by resolution of the Governing Body.

**25. Publication of Standing Orders**

A copy of these Standing Orders shall be given to each member of the Governing Body; made available during normal office hours at the College to any person wishing to inspect them; and published on the College's website.